

P97000107619



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 646922 86192A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 23, 1997

ORDER TIME : 10:27 AM

ORDER NO. : 646922-010

CUSTOMER NO: 86192A

CUSTOMER: Tom Y. Sawyer, Esq
TOM Y. SAWYER, ESQ

1701 J. Redman Parkway
Plant City, FL 33564

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****122.50 ****122.50

DOMESTIC FILING

NAME: SKYWAY AVIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

Dmc 12/23/97

FILED
97 DEC 23 PM 2:53
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 23 PM 12:26
DIVISION OF CORPORATION

FILED

ARTICLES OF INCORPORATION

97 DEC 23 PM 2:53

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SKYWAY AVIATION, INC.

ARTICLE I. NAME

The name of this corporation shall be SKYWAY AVIATION, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 shares of common capital stock having a par value of \$1.00.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such

shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

CHRISTOPHER PHILLIP SMITH
3726 South Pippin Road
Plant City, Florida 33567

CATHERINE RENEE SMITH
3726 South Pippin Road
Plant City, Florida 33567

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 1510 West Sydney Road, Plant City, Florida 33566.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: CHRISTOPHER PHILLIP SMITH.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporators are:

CHRISTOPHER PHILLIP SMITH
3726 South Pippin Road
Plant City, Florida 33567

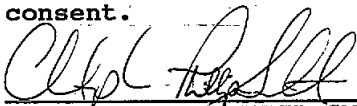
CATHERINE RENEE SMITH
3726 South Pippin Road
Plant City, Florida 33567

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

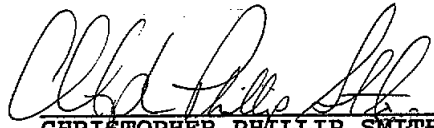
ARTICLE XII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders having less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.


CHRISTOPHER PHILLIP SMITH
Incorporator


CATHERINE RENEE SMITH
Incorporator

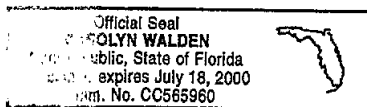
I hereby accept my designation as resident agent and agree to serve as the resident agent of SKYWAY AVIATION, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for SKYWAY AVIATION, INC.

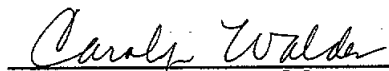

CHRISTOPHER PHILLIP SMITH
Registered Agent

97 DEC 23 PM 2:54
FILED
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

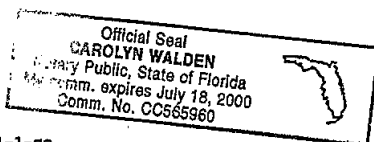
The foregoing was acknowledged before me this 18th day of December, 1997, by CHRISTOPHER PHILLIP SMITH as an incorporator and registered agent of SKYWAY AVIATION, INC., who is personally known to me.

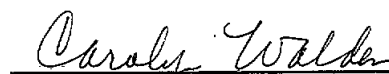



Name: Carolyn Walden
Notary Public, State of Florida
My Commission Expires: July 18, 2000

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing was acknowledged before me this 18th day of December, 1997, by CATHERINE RENEE SMITH, as an incorporator of SKYWAY AVIATION, INC., who is personally known to me.




Name: Carolyn Walden
Notary Public, State of Florida
My Commission Expires: July 18, 2000